

NOTICE CONVENING EXTRAORDINARY GENERAL MEETING AT SHORT NOTICE

To
All Shareholders.
Statutory Auditor; and
Board of Directors.

Notice is hereby given that the Extra-Ordinary General Meeting of shareholders of **Saankhya Labs Private Limited** ("the Company") will be held at the registered office of the Company situated at 3rd Level, Mezaninne Floor, No.3, Infantry Road, Vasanth Nagar, Embassy Icon Building, Bengaluru – 560001 on **1 July 2022, at 8.00 P.M** at a shorter to transact the following special business:

ITEM NO: 1

APPROVING THE ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT the draft restated articles of association ("**Restated Articles**") of the Company incorporating the provisions of the Shareholders' Agreement dated March 30, 2022 executed by and amongst the Company, Tejas Networks Limited and the Continuing Shareholders (as defined under the Shareholders' Agreement dated March 30, 2022), as tabled before this meeting and duly initialled by the chairman for the purposes of the identification, pursuant to the applicable provisions of the Companies Act, 2013 ("**the Act**"), including sections 5 and 14 of the Act and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the shareholders be and is hereby accorded for the existing articles of association of the Company to be repealed and substituted by the Restated Articles.

RESOLVED FURTHER THAT each Director of the company be and is hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies ("**RoC**"), and to do all such acts and deeds that may be required for the purpose of alteration of the articles of association of the Company that may be suggested by the RoC or such other statutory authorities in the implementation of the aforesaid resolutions, and to authorize such person or persons to give effect to the above resolutions and to liaise with the concerned authorities with regard to the same.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any director, may be furnished to any person(s) as may be required."

Saankhya Labs Private Limited

ITEM NO: 2

APPROVAL FOR APPOINTMENT OF MR. SANJAY NAYAK, AS A NOMINEE DIRECTOR ON THE BOARD OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **ordinary resolution**:

“RESOLVED THAT pursuant to the Articles of Association of the Company, Section 161 of the Companies Act, 2013 (**“the Act”**) and other applicable provisions of the Act and rules made there under, pursuant to the Form DIR-2, Form DIR-8 and Form MBP-1 received from Sanjay Nayak and in accordance with Share Purchase Agreement and Shareholders Agreement dated March 30, 2022 executed inter alia amongst Company, Tejas Networks Limited, One Media 3.0, LLC and other shareholders of the Company, the consent of the shareholders be and is hereby accorded to appoint Sanjay Nayak as a Nominee Director of the Company, in a non-executive capacity.

RESOLVED FURTHER THAT each director of the Company be and is hereby authorized to do all such acts, things and deeds as may be necessary giving the effect to the above resolution including but not restricted to certify the above resolution and file the necessary e-forms with the Registrar of Companies.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any directors, may be furnished to any person(s) as may be required.”

ITEM NO: 3

APPROVAL FOR APPOINTMENT OF MR. ARNOB ROY, AS A NOMINEE DIRECTOR ON THE BOARD OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **ordinary resolution**:

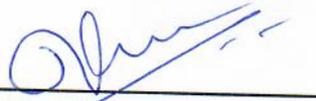
“RESOLVED THAT pursuant to the Articles of Association of the Company, Section 161 of the Companies Act, 2013 (**“the Act”**) and other applicable provisions of the Act and rules made there under, pursuant to the Form DIR-2, Form DIR-8 and Form MBP-1 received from Arnob Roy and in accordance with Share Purchase Agreement and Shareholders Agreement dated March 30, 2022 executed inter alia amongst Company, Tejas Networks Limited, One Media 3.0, LLC and other shareholders of the Company, the consent of the shareholders be and is hereby accorded to appoint Arnob Roy as a Nominee Director of the Company, in a non-executive capacity.

RESOLVED FURTHER THAT each director of the Company be and is hereby authorized to do all such acts,

things and deeds as may be necessary giving the effect to the above resolution including but not restricted to certify the above resolution and file the necessary e-forms with the Registrar of Companies.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any directors, may be furnished to any person(s) as may be required."

**By the Order of the Board
For Saankhya Labs Private Limited**



**Vishwakumara Kayargadde
Director [DIN: 00751260]**

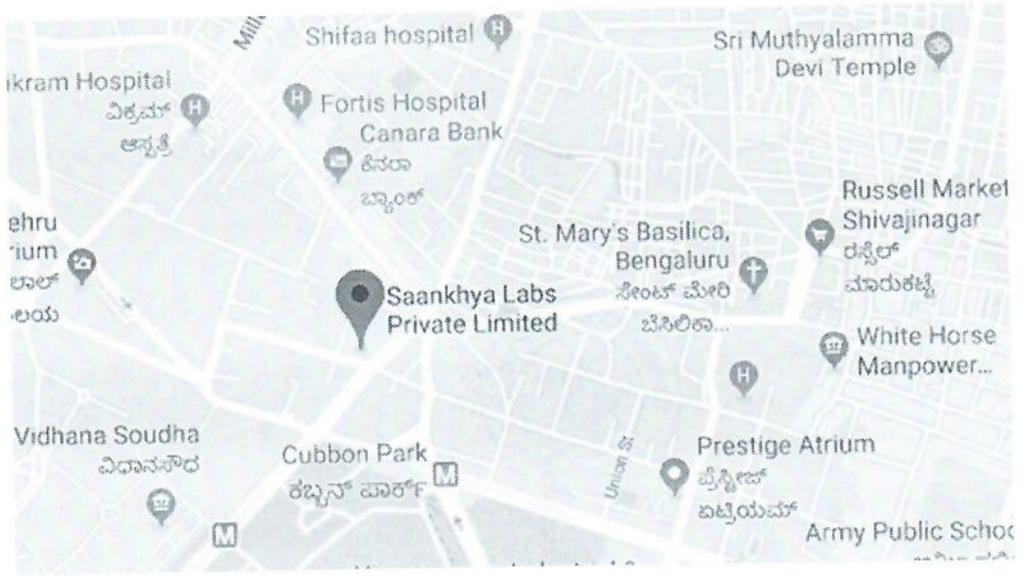
Address: No. 442, 11th Cross, Bhuvanewari Nagar, Hebbal,
Dasarahalli, H A Farm, Bengaluru -560024, Karnataka, INDIA

Date : 01 July 2022

Place : Bengaluru

NOTES:

1. Explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto as **Annexure 1**.
2. Entry to the place of meeting will be regulated by an **Attendance Slip** which is annexed hereto as **Annexure 2** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. The **Proxy Form** is annexed hereto as **Annexure 3**.
4. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under section 113 of the Act for such representation may please be forwarded to the Company.
5. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of Extra-Ordinary General meeting of the Company.
6. Route map and landmark details for the venue of general meeting are as below:



ANNEXURE – 1

EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 1

APPROVING THE ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:

The Board of Directors at their meeting held on 16th July 2022 has approved the adoption of restated articles in order to incorporate the provisions of Shareholders agreement dated March 30, 2022, executed by and amongst the Company, Tejas Networks Limited and the Continuing shareholders.

Pursuant to section 14 of the Companies Act, 2013, the proposal of restatement/alteration/modification of Articles require the member's approval by way of a Special Resolution.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
 - a. Every director and the manager, if any : *None*
 - b. Every other key managerial personnel : *None*
 - c. Relatives of the persons mentioned in sub-clauses (i) and (ii) above : *None*
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above.*

Your directors have accordingly recommended the aforesaid resolution as a **Special Resolution** for your approval.

ITEM NO: 2

APPROVAL FOR APPOINTMENT OF SANJAY NAYAK, AS A NOMINEE DIRECTORS OF THE COMPANY:

The board of directors of the Company at their meeting held on 1 July 2022 has proposed to appoint Sanjay Nayak , as nominee directors of the Company in a non-executive capacity, as representatives of Tejas Networks Limited.

Pursuant to section 152 of the Companies Act, 2013, every director shall be appointed at the general meeting of the Company, hence the proposal has been placed before the shareholders for their approval.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
 - a. Every director and the manager, if any: *None*
 - b. Every other key managerial personnel: *None*
 - c. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*

- b. Any other information and facts that may enable shareholders to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above.*

Your directors have accordingly recommended the aforesaid resolution as an **Ordinary Resolution** for your approval.

DETAILS OF THE NOMINEE DIRECTORS AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

1.	Name	SANJAY NAYAK
2.	Director Identification Number (DIN)	01049871
3.	Name (in full)	Sanjay Nayak
4.	Father's Name (in full)	Shiv Shankar Nayak
5.	Address	N-8, 27 Park Avenue apartments, No 27, 24 th Main, HSR Layout, Sector-1, Bangalore-560102
6.	Age	58
7.	Terms and conditions of appointment	In accordance with the Share Subscription Agreement dated March 30, 2022, entered with Tejas Networks Limited, One Media 3.0, LLC and other shareholders of the Company and in accordance with the letter issued by Tejas Networks Limited dated July 1, 2022 stating that they are nominating Mr. Sanjay Nayak as their Nominee Director on the Board of Saankhya Labs Pvt (the "Company") in the capacity of Non-executive Director. Based on the above, the Board of Directors of the Company at its meeting held on July 1, 2022, have considered and approved the appointment of Mr. Sanjay Nayak (DIN: 01049871) as Nominee Director of Tejas Networks Limited with effect from July 1, 2022, subject to the approval of the Members of the Company.
8.	Terms of remuneration and last drawn remuneration	NA
9.	Date of first appointment on the Board	1-July-2022
10.	Shareholding in the company	-
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Directors/ Key Managerial Personnel and their relatives
12.	The number of Meetings of the Board attended during the year	-
13.	Other Directorships	Tejas Networks Limited. Tejas Communications Pte Ltd. Tejas Communication (Nigeria) Limited.

14	Membership/ Chairmanship of Committees of other Boards	Tejas Networks Limited- Stakeholders Relationship Committee-Member. Tejas Networks Limited- Corporate Social Responsibility Committee- Member.
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ITEM NO: 3

APPROVAL FOR APPOINTMENT OF ARNOB ROY, AS A NOMINEE DIRECTORS OF THE COMPANY:

The board of directors of the Company at their meeting held on 1 July 2022 has proposed to appoint Arnob Roy, as nominee directors of the Company in a non-executive capacity, as representatives of Tejas Networks Limited.

Pursuant to section 152 of the Companies Act, 2013, every director shall be appointed at the general meeting of the Company, hence the proposal has been placed before the shareholders for their approval.

The additional information as per section 102(1) (a) and (b) is as follows:

- c. The nature of concern or interest, financial or otherwise, if any:
 - d. Every director and the manager, if any: *None*
 - e. Every other key managerial personnel: *None*
 - f. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- d. Any other information and facts that may enable shareholders to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above.*

Your directors have accordingly recommended the aforesaid resolution as an **Ordinary Resolution** for your approval.

DETAILS OF THE NOMINEE DIRECTORS AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

15	Name	ARNOB ROY
16	Director Identification Number (DIN)	03176672
17	Name (in full)	Arnob Roy
18	Father's Name (in full)	Nirmalya Roy
19	Address	S-3, Assets -27-Park Avenue, 24 th Main Road, Sector I, HSR layout, Bengaluru-560102
20	Age	59
21	Terms and conditions of appointment	In accordance with the Share Subscription Agreement dated March 30, 2022, entered with Tejas Networks Limited, One

		Media 3.0, LLC and other shareholders of the Company and in accordance with the letter issued by Tejas Networks Limited dated July 1, 2022 stating that they are nominating Mr. Arnob Roy as their Nominee Director on the Board of Saankhya Labs Pvt (the "Company") in the capacity of Non-executive Director. Based on the above, the Board of Directors of the Company at its meeting held on July 1, 2022, have considered and approved the appointment of Mr. Arnob Roy (DIN: 03176672) as Nominee Director of Tejas Networks Limited with effect from July 1, 2022, subject to the approval of the Members of the Company.
22	Terms of remuneration and last drawn remuneration	NA
23	Date of first appointment on the Board	1-July-2022
24	Shareholding in the company	-
25	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Directors/ Key Managerial Personnel and their relatives
26	The number of Meetings of the Board attended during the year	-
27	Other Directorships	Tejas Networks Limited.
28	Membership/ Chairmanship of Committees of other Boards	Tejas Networks Limited- Stakeholders Relationship Committee- Member. Tejas Networks Limited- Corporate Social Responsibility Committee- Member.

**By the Order of the Board
For Saankhya Labs Private Limited**



**Vishwakumara Kayargadde
Director [DIN: 00751260]**

Address: No. 442, 11th Cross, Bhuvanewari Nagar, Hebbal,
Dasarahalli, H A Farm, Bengaluru -560024, Karnataka, INDIA



Date : 1 July, 2022

Place : Bengaluru

ANNEXURE 2

ATTENDANCE SLIP OF GENERAL MEETINGS OF THE COMPANY

(Please complete this attendance slip and hand it over at the entrance of the venue)

Date of the meeting	
Type of the meeting <i>(i.e., Annual General Meeting or Extra-Ordinary General Meeting)</i>	
Full Name of the Shareholder/ Authorized representative	
As an authorized representative of (If applicable)	
No. of shares held	
Name of Proxy (if any)	
Signature	

ANNEXURE –3
Form No MGT-11
FORM OF APPOINTMENT OF PROXY

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN :
 Name of the Company :
 Registered Office :
 Name of the Member :
 Registered Address :
 E-mail id :
 Folio No/Client id :
 DP ID :

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:
 Address:
 E-mail id:
 Signature:..... or failing him
2. Name:
 Address:
 E-mail id:
 Signature:..... or failing him
3. Name:
 Address:
 E-mail id:
 Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting/Extra-ordinary General Meeting of the company, to be held on theday ofat.....a.m. /p.m. at (place) and at any adjourned thereof in respect of such resolutions as are indicated below:

Resolution No.
 1.....

Signed this day of2022



Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.